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ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS

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COMMERCE COMMISSION

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CHIEF CLERK'S OFFICE

ILLINOIS-AMERICAN WATER COMPANY,)
And THAMES WATER AQUA HOLDING,)
GmbH)

ICC Doc. No. 01-0832

Joint Application for Approval of Proposed)
Reorganization and Change in Control of)
Illinois-American Water Company Pursuant)
To Section 7-204 of the Illinois Public Utilities)
Act)

PETITION FOR LEAVE TO INTERVENE

NOW COMES the CITY OF PEORIA, by its attorney, CORPORATION COUNSEL
RANDALL RAY, and respectfully petitions the Illinois Commerce Commission
("Commission") for leave to intervene in the above-entitled proceeding and in support thereof
states as follows:

1. That the CITY OF PEORIA is a municipality receiving water service from Illinois-American Water Company.
2. That the large majority of customers in the Peoria District of Illinois-American Water Company are located within the city limits of the CITY OF PEORIA.
3. That the filings by Illinois American Water Company in regard to recently acquired systems and the reorganization proposed herein are anticipated to have long-term effects on the Peoria District of Illinois-American Water Company.
4. That the name, address, e-mail address and telephone number of the Petitioner seeking Leave to Intervene is:

CITY OF PEORIA
Att: Randall Ray
Corporation Counsel
419 Fulton Street, Suite 207
Peoria, IL 61602
E-mail: r-ray@ci.peoria.il.us
Telephone: (309) 494-8592

WHEREFORE, the CITY OF PEORIA prays that the Illinois Commerce Commission grant it Leave to Intervene and be treated as a party to this proceeding.

DATED this 8 day of January, 2002.

Respectfully submitted,
CITY OF PEORIA, ILLINOIS

By: 
Randall Ray, Corporation Counsel

RANDALL RAY
CORPORATION COUNSEL
CITY OF PEORIA
419 Fulton Street, Suite 207
Peoria, IL 61602
(309) 494-8592

VERIFICATION

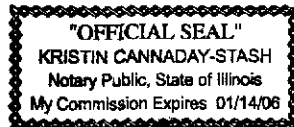
I, RANDALL RAY, first being duly sworn upon oath depose and say that I am Corporation Counsel of the CITY OF PEORIA, a municipal corporation, formed under the laws of the State of Illinois; that I have read the foregoing petition by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.

Randall Ray
Randall Ray

Corporation Counsel
Title

Subscribed and sworn to before me
this 8th day of January,
2002.

Kristin Cannaday-Stash
Notary Public



PROOF OF SERVICE

The undersigned certifies that a copy of the foregoing instrument was served upon the attorneys of record of all parties to the above cause by enclosing same in an envelope addressed to such attorneys at their business address as disclosed by the pleadings of record herein by mailing said envelope to each of the parties on the 2 day of January, 2002.

Stephen J. Mattson
Attorney for Thames Holdings and RWE
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190 S. LaSalle Street
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Springfield, IL 62701

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Pekin City Attorney
Elliff, Keyser, Oberle & Dancey, P.C.
109 S. Fourth Street
Pekin, IL 61555-0873

and by mailing for filing via Certified Mail to the Chief Clerk of the Illinois Commerce Commission in Springfield, Illinois on the 2 day of January, 2002

Randall